

EXHIBIT D

NELSON

Nelson Mullins Riley & Scarborough, L.L.P.

MULLINS

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

ATTORNEYS AND COUNSELORS AT LAW

TAX ID No. 57-0215445

POST OFFICE BOX 11070

COLUMBIA, SOUTH CAROLINA 29211

TELEPHONE (803) 799-2000

W. R. Grace & Co.
 ATTN: Lydia Duff, Esq.
 Senior Environmental Counsel
 7500 Grace Drive
 Columbia, MD 21044

October 29, 2003
 Invoice 588007 Page 1

Our Matter # 02399/06031
 WR Grace # 001-KL-721490-01-501560
 Name of Matter: Li Tungsten

For Services Through 09/30/03

09/02/03	Review case strategy issues with Attorney Melchers and potential impact from proposed courses of action. B.F. HAWKINS, JR.	1.20 hrs.	260.00/hr	\$312.00
09/02/03	Review, analyze and edit memo regarding claims analysis, and conference with Attorney Carlisle regarding additional issues to address. J.M. MELCHERS	1.70 hrs.	240.00/hr	\$408.00
09/02/03	Review and analyze documents concerning source and activities (1.3); review case strategy issues with Attorney Hawkins and potential impact from proposed courses of action (1.2). J.M. MELCHERS	2.50 hrs.	240.00/hr	\$600.00
09/02/03	Review EPA letter and prepare memo regarding same. J.M. MELCHERS	0.30 hrs.	240.00/hr	\$72.00
09/03/03	Review memo and documents on PRP responses (0.7); conference with Attorney Carlisle regarding memo conclusions, document needs and development of strategy for additional information needed on evaluation issues (1.8). J.M. MELCHERS	2.50 hrs.	240.00/hr	\$600.00
09/03/03	Telephone conference with Attorney Hawkins regarding PRP document review and assign same to Paralegal Jennings. J.M. MELCHERS	0.20 hrs.	240.00/hr	\$48.00
09/03/03	Review additional documents from PRPs (0.9); prepare notes for possible interview (1.2). J.M. MELCHERS	2.10 hrs.	240.00/hr	\$504.00
09/03/03	Evaluate document issues with Attorney Hawkins (0.6); review information relating to same (1.3); follow-up analysis with Attorney Hawkins (0.3); develop strategy for developing additional information on claims issues with Attorney Melchers (1.8); identify additional information relevant to claims issues for further tracking (0.3). R.T. CARLISLE	4.30 hrs.	240.00/hr	\$1,032.00
09/03/03	File review for R.O.D. per request of Attorney Carlisle and discuss same with her (0.4); arrange access for Attorney Carlisle for review of various materials on database (0.2).			

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	L.J. JENNINGS	0.60 hrs.	110.00/hr	\$66.00
09/03/03	File review to identify various individuals per request of Attorney Melchers (1.1); discuss same with Attorney Melchers (0.1).			
	L.J. JENNINGS	1.20 hrs.	110.00/hr	\$132.00
09/04/03	Review status of potential witness search with Attorneys Carlisle and Melchers.			
	B.F. HAWKINS, JR.	0.30 hrs.	260.00/hr	\$78.00
09/04/03	Prepare for and telephone conference with potential interviewee (1.3); notes on and analysis of same (1.7); conference with Attorney Carlisle regarding elements and issues (0.2); conference with Attorneys Hawkins and Carlisle to evaluate issues for Ms. Duff's consideration, follow up (0.4).			
	J.M. MELCHERS	3.60 hrs.	240.00/hr	\$864.00
09/04/03	Telephone conference with Attorney Hawkins regarding documents requested under FOIA.			
	J.M. MELCHERS	0.20 hrs.	240.00/hr	\$48.00
09/04/03	Evaluate documents in light of information obtained.			
	J.M. MELCHERS	0.80 hrs.	240.00/hr	\$192.00
09/04/03	Review memo to Paralegal Jennings regarding UAO's and related documents (0.2); prepare strategy regarding FOIA issue and prepare memo to team regarding EPA correspondence (0.5).			
	J.M. MELCHERS	0.70 hrs.	240.00/hr	\$168.00
09/04/03	Amend list of information to be obtained relating to potential claims issues (0.4); obtain information developed by Attorney Melchers relating to same (0.2); work with Attorneys Melchers and Hawkins to develop additional items to discuss with Ms. Duff relating to same (0.4); review and analyze documents relating to same (0.7); identify additional information for Paralegal Jennings to obtain for analysis (0.2).			
	R.T. CARLISLE	1.90 hrs.	240.00/hr	\$456.00
09/04/03	Receive and review request from Attorney Carlisle for review of Li Tungsten file to collate various materials for her review.			
	L.J. JENNINGS	0.20 hrs.	110.00/hr	\$22.00
09/04/03	Receive and review Amended R.O.D. for date of amendment (0.1); update file with amendment information for Attorney Carlisle's review (0.2); discuss same with Attorney Carlisle (0.1).			
	L.J. JENNINGS	0.40 hrs.	110.00/hr	\$44.00
09/05/03	Review status of defense issues with Attorney Melchers.			
	B.F. HAWKINS, JR.	0.40 hrs.	260.00/hr	\$104.00
09/05/03	Analyze issues raised by memo from Paralegal Jennings regarding FOIA request and memo from Attorney Carlisle regarding actions to take regarding FOIA documents (0.5); follow-up telephone conference with potential interviewee and prepare notes on same (0.7); analyze issues raised by requests made and impacts of same (1.3).			
	J.M. MELCHERS	2.50 hrs.	240.00/hr	\$600.00
09/05/03	Review and analyze memos regarding document issues (1.8); review memo on same from Attorney Hawkins and respond (0.2); conference with Attorney Carlisle regarding document issues, strategy and further analysis needed (0.2); analyze open issues and new developments (0.9); telephone conference with Ms. Duff and Attorney Carlisle regarding these claims issues (1.2).			
	J.M. MELCHERS	4.30 hrs.	240.00/hr	\$1,032.00

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09/05/03	Analysis of documents relevant to claims issues (1.4); draft memorandum regarding results of analysis (1.1); confer with Attorney Melchers regarding legal research into points raised in analysis (0.2); legal research (2.3); confer with Ms. Duff and Attorney Melchers regarding these claims issues (1.2). R.T. CARLISLE	6.20 hrs.	240.00/hr	\$1,488.00
09/05/03	Discuss request from Attorney Carlisle for review of Li Tungsten file to collate various materials for her review (0.2); as well as review correspondence regarding follow-up information to discuss with Ms. Duff (0.1). L.J. JENNINGS	0.30 hrs.	110.00/hr	\$33.00
09/05/03	File review to pull the Unilateral Administrative Orders (0.4); review Orders to create list of all the entities named as respondents in orders (0.3). L.J. JENNINGS	0.70 hrs.	110.00/hr	\$77.00
09/05/03	Receive and review correspondence from Attorney Melchers requesting copy of letter regarding FOIA request from May 2000 (0.1); review file to confirm receipt of letter, as well as confirm method of response (0.2). L.J. JENNINGS	0.30 hrs.	110.00/hr	\$33.00
09/06/03	Review cases relating to resolution of matters relevant to claims issues (1.4); analyze with Attorney Hawkins various duties related to allegations of claims (0.6); review of additional cases relating to resolution of matters relevant to claims issues (3.1). R.T. CARLISLE	5.10 hrs.	240.00/hr	\$1,224.00
09/07/03	Create chart comparing lists of Respondents named in the 106 Orders. L.J. JENNINGS	0.60 hrs.	110.00/hr	\$66.00
09/08/03	Review memos from Paralegal Jennings regarding PRP's and FOIA issues and respond (0.4); review and analyze memo regarding document issues and strategy and edit same (1.6); review and analyze case history notebook and develop strategy on document analysis (1.3); conference with Attorneys Hawkins and Carlisle regarding strategy and document issues (0.6). J.M. MELCHERS	3.90 hrs.	240.00/hr	\$936.00
09/08/03	Complete review of cases relevant to claims issues and compliance issues and complete draft memorandum summarizing analysis (6.9); review considerations and additional analysis needed with Attorney Melchers and Attorney Hawkins (0.6). R.T. CARLISLE	7.50 hrs.	240.00/hr	\$1,800.00
09/08/03	Revise list of all the entities named as respondents in orders for Attorneys Melchers' and Carlisle's review. L.J. JENNINGS	0.70 hrs.	110.00/hr	\$77.00
09/08/03	Correspond with Attorney Carlisle regarding various communications to be pulled from file for review. L.J. JENNINGS	0.20 hrs.	110.00/hr	\$22.00
09/09/03	Review documents regarding EPA FOIA and non-response (0.6); series of memos with Attorney Carlisle regarding previous contact (0.2); review notes and prepare memo on issues to address with EPA and prepare phone message to Mr. Als (0.5). J.M. MELCHERS	1.30 hrs.	240.00/hr	\$312.00
09/09/03	Review memo regarding analysis of 106 Orders and analyze documents regarding document issues. J.M. MELCHERS	1.20 hrs.	240.00/hr	\$288.00

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09/09/03	Review information pertinent to claims issues (1.9); assign Paralegal Jennings the task of following up with further review of files to obtain information pertinent to claims issues (0.1); review strategies for information gathering with Attorney Melchers (0.3); additional assignment to Paralegal Jennings relating to same (0.1). R.T. CARLISLE	2.40 hrs.	240.00/hr	\$576.00
09/09/03	Per request of Attorney Carlisle, file review in order to collate information regarding agreement (0.7); file review for the agreement (0.3); pull and review agreement to locate all relevant references (0.7). L.J. JENNINGS	1.70 hrs.	110.00/hr	\$187.00
09/09/03	Various communications with Attorney Carlisle regarding additional correspondence and documents to be pulled from file for review. L.J. JENNINGS	0.30 hrs.	110.00/hr	\$33.00
09/09/03	Begin review of complete correspondence file to tab references to items identified by Attorneys Carlisle and Melchers. L.J. JENNINGS	4.00 hrs.	110.00/hr	\$440.00
09/10/03	Complete review of documents referenced by Attorney Carlisle. L.J. JENNINGS	2.60 hrs.	110.00/hr	\$286.00
09/12/03	Review documents in preparation for telephone conference with Mr. Als (EPA Project Manager) and attempt contact with him. J.M. MELCHERS	0.30 hrs.	240.00/hr	\$72.00
09/16/03	Review documents and prepare correspondence to Mr. Als (EPA) regarding history of FOIA request and non-response from EPA (0.7); review and analysis of document issues memo and edits to same (1.7). J.M. MELCHERS	2.40 hrs.	240.00/hr	\$576.00
09/16/03	Prepare draft of written follow-up correspondence to Mr. Als of US EPA regarding July 18, 2003 correspondence requesting information relating to May 2000 FOIA request, per instruction of Attorney Melchers (0.2); on-line research for fax number for US EPA for Attorney Melchers (0.1). L.J. JENNINGS	0.30 hrs.	110.00/hr	\$33.00
09/17/03	Analysis on document and strategy issues and interaction with bankruptcy (2.8); work on analysis of potential relevant facts and review of documents for same (1.9). J.M. MELCHERS	4.70 hrs.	240.00/hr	\$1,128.00
09/17/03	Review with Attorney Melchers analysis related to claims issues. R.T. CARLISLE	1.20 hrs.	240.00/hr	\$288.00
09/17/03	Evaluate with Attorneys Burns and Melchers law pertinent to possible claims issues (0.2); revise draft memorandum to client based on review of information with Attorneys Melchers and Burns (0.9). R.T. CARLISLE	1.10 hrs.	240.00/hr	\$264.00
09/17/03	Telephone conference with Attorneys Melchers and Carlisle regarding bankruptcy and administrative agency actions. B.J. BURN	0.20 hrs.	180.00/hr	\$36.00
09/18/03	Review document issues and research analysis with Attorney Carlisle. J.M. MELCHERS	0.80 hrs.	240.00/hr	\$192.00

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09/18/03	Carry out research and analysis relevant to claims issues (1.3); analyze issues and results of research with Attorney Carlisle (0.8); edit draft memorandum on claims issues (0.5); prepare for telephone conference and prepare phone message to Ms. Duff (0.6). J.M. MELCHERS	3.20 hrs.	240.00/hr	\$768.00
09/18/03	Revise draft memorandum on claims issues (1.2); additional research relevant to claims issues (2.5); review issues and results of research with Attorney Melchers (0.8); additional revisions to draft memorandum on claims issues (0.3). R.T. CARLISLE	4.80 hrs.	240.00/hr	\$1,152.00
09/19/03	Review case law evaluation on document issues (1.2); review and edit memo regarding analysis and recommendations for Ms. Duff (0.8); provide assignments to Attorney Carlisle regarding follow-up research (0.3). J.M. MELCHERS	2.30 hrs.	240.00/hr	\$552.00
09/19/03	Edit draft memorandum to Ms. Duff relating to claims issues (0.7); evaluate with Attorney Melchers items to highlight in draft memorandum (0.6). R.T. CARLISLE	1.30 hrs.	240.00/hr	\$312.00
09/22/03	Evaluate and revise memorandum on document issues (1.3); telephone conference with Ms. Duff regarding document and interview issues (0.3); telephone message to interviewee (0.1); preparation for same (1.7). J.M. MELCHERS	3.40 hrs.	240.00/hr	\$816.00
09/22/03	Revise draft memoranda to Ms. Duff regarding legal analyses relating to certain potential claims issues. R.T. CARLISLE	2.30 hrs.	240.00/hr	\$552.00
09/23/03	Telephone conferences with interviewee (0.6); telephone conference with Ms. Duff regarding same (0.2); telephone conference with Ms. Marks regarding interviewee issues (0.2); conference with Attorney Carlisle regarding document issues (0.4); prepare for interview (2.5). J.M. MELCHERS	3.90 hrs.	240.00/hr	\$936.00
09/24/03	Review of documents in preparation for interview (4.2); prepare analysis memo of documents (1.9). J.M. MELCHERS	6.10 hrs.	240.00/hr	\$1,464.00
09/24/03	Prepare questions for interview. J.M. MELCHERS	1.30 hrs.	240.00/hr	\$312.00
09/24/03	Review with Attorney Melchers information and documents relating to obtaining answers to additional questions on claims issues (0.9); review of documents and revision of lists of details relating to claims issues (0.6); review of same with Attorney Melchers (0.4). R.T. CARLISLE	1.90 hrs.	240.00/hr	\$456.00
09/25/03	Travel for conference with interviewee with preparation in route, carry out interview and return, several telephone conferences regarding same (non-working travel billed at 1/2 actual time). J.M. MELCHERS	10.20 hrs.	240.00/hr	\$2,448.00
09/25/03	File review for contact information on interviewee. L.J. JENNINGS	0.20 hrs.	110.00/hr	\$22.00
09/26/03	Update from Attorney Melchers concerning development of information for claims defense. B.F. HAWKINS, JR.	0.30 hrs.	260.00/hr	\$78.00

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09/26/03	Prepare follow-up phone message to Mr. Als (EPA) regarding FOIA request (0.1); follow-up on information from interview (0.4); confer with Attorney Carlisle regarding interview (0.2); confer with Attorney Hawkins regarding progress of claim investigation (0.3). J.M. MELCHERS	1.00 hrs.	240.00/hr	\$240.00
09/29/03	Review memo from Attorney Carlisle regarding issues discussed with Ms. Duff. J.M. MELCHERS	0.10 hrs.	240.00/hr	\$24.00
09/29/03	Confer with Ms. Duff regarding information relevant to claims issues (0.2); electronic mail memorandum to Attorney Melchers regarding Ms. Duff's inquiry (0.1). R.T. CARLISLE	0.30 hrs.	240.00/hr	\$72.00

Fees for Legal Services	\$28,053.00
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BILLING SUMMARY

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
B.F. HAWKINS, JR.	2.20	260.00	572.00
J.M. MELCHERS	67.50	240.00	16,200.00
R.T. CARLISLE	40.30	240.00	9,672.00
B.J. BURN	0.20	180.00	36.00
L.J. JENNINGS	14.30	110.00	1,573.00
TOTAL	124.50	\$225.33	\$28,053.00

CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

09/03/2003	Photocopies 9 Page(s)	0.45
09/05/2003	Service: LEXIS LEGAL SERVICES; Charge Type: DOCUMENT PRINTING; Quantity: 8.00	4.28
09/05/2003	Service: LEXIS LEGAL SERVICES; Charge Type: SEARCHES; Quantity: 1.00	9.21
09/05/2003	Photocopies 5 Page(s)	0.25
09/05/2003	Photocopies 8 Page(s)	0.40
09/07/2003	Photocopies 3 Page(s)	0.15
09/08/2003	Photocopies 3 Page(s)	0.15
09/10/2003	Photocopies 3 Page(s)	0.15
09/16/2003	Photocopies 11 Page(s)	0.55
09/17/2003	Photocopies 7 Page(s)	0.35
09/18/2003	Service: LEXIS LEGAL SERVICES; Charge Type: SEARCHES; Quantity: 3.00	27.49
09/18/2003	Telephone 1-410-531-4210	0.05
09/22/2003	Telephone 1-410-531-4210	0.70
09/23/2003	Telephone 1-410-531-4210	0.25
09/23/2003	Telephone 1-410-230-3850	0.40
09/24/2003	Photocopies 9 Page(s)	0.45
09/26/2003	Photocopies 3 Page(s)	0.15
09/30/2003	Photocopies 853 Page(s)	42.65
Total Charges for Other Services Provided/Expenses Incurred		\$88.08

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<u>Description</u>	<u>Dollars</u>
Photocopies	45.70
Lexis	40.98
Telephone	1.40
TOTAL	\$88.08

Net current billing for this invoice \$28,141.08

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
561786	05/16/2003	706.50	141.30
566106	06/12/2003	4,354.27	867.60
573763	08/01/2003	16,707.73	3,283.80
578253	08/29/2003	31,429.92	6,276.20
582315	09/22/2003	10,436.79	10,436.79
	A/R BALANCE		\$21,005.69

GRAND TOTAL..... \$49,146.77

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Please Return With Your Payment To:

ATTN: ACCOUNTS RECEIVABLE
 NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
 P.O. DRAWER 11009
 COLUMBIA, SOUTH CAROLINA 29211-1070
 TELEPHONE (803) 799-2000

For Services Through 09/30/03

Our Matter # 02399/06031
 Li Tungsten

Fees for Professional Services	\$28,053.00	
Charges for Other Services Provided/Expenses Incurred	88.08	
Net current billing for this invoice		\$28,141.08

ACCOUNTS RECEIVABLE RECAP

<u>Original Invoice Number</u>	<u>Invoice Date</u>	<u>Invoice Amt</u>	<u>A/R Balance</u>
561786	05/16/2003	706.50	141.30
566106	06/12/2003	4,354.27	867.60
573763	08/01/2003	16,707.73	3,283.80
578253	08/29/2003	31,429.92	6,276.20
582315	09/22/2003	10,436.79	10,436.79
TOTAL A/R BALANCE			\$21,005.69

GRAND TOTAL **\$49,146.77**

WIRING INSTRUCTIONS

Account Name: Nelson Mullins Riley & Scarborough, L.L.P.
 Columbia Operating Account
ABA#: 053200666
Account #: 04032 24077 01
Bank: National Bank of South Carolina (NBSC), Sumter, SC